



COMPLIANCE SUB-COMMITTEE CHARTER

1 ROLE OF THE COMPLIANCE SUB-COMMITTEE

The Compliance Sub-Committee is an assurance body which assists Management oversee and monitor the Company's Compliance System.

2 OBJECTIVE

The Compliance Sub-Committee has been established by Management with the objective of providing assurance that the Company is meeting its obligations in relation to compliance with:

- (a) relevant legal and regulatory requirements;
- (b) the operating Policies, Standards and Procedures implemented by the Company, including where applicable Rio Tinto Group Policies, Standards and Procedures; and
- (c) such other voluntary codes or practices that have been adopted by the Company.

3 TERMS OF REFERENCE

The following activities constitute the terms of reference for the Compliance Sub-committee:

- (a) to oversee the management of the Company's Compliance System;
- (b) to ensure areas of legal compliance risk in operations and/or corporate functions are identified, including in particular following changes in the internal (operating) or external (regulatory) environments;
- (c) to review compliance risk management in operations and/or corporate functions and make recommendations for appropriate action where necessary, including but not limited to recommending review of procedures, policies or operations, and the identification of potential training needs;
- (d) to review company policies and systems to ensure that they provide an adequate safeguard against breaches of compliance obligations and are consistent with applicable standards;
- (e) to review the effectiveness of the Compliance System including the range, content, frequency and competency levels of training and identify and support implementation of improvement opportunities;



- (f) to ensure that actual or potential breaches of relevant legal or regulatory requirements, Rio Tinto standards and voluntary codes adopted by the Company are investigated;
- (g) to review significant breaches of compliance obligations and to make recommendations for corrective action and measures to prevent recurrence;
- (h) to arrange periodic reviews and audits of the Company's Compliance System to confirm the integrity of the programme, and to measure adherence; and
- (i) to ensure that the structure and purpose of the Compliance System is communicated effectively to all relevant employees.

4 MEMBERSHIP OF THE COMPLIANCE SUB-COMMITTEE

The Compliance Sub-Committee shall consist of the Chief Executive, General Managers, Legal Counsel and Compliance Advisor, as well as others as appointed from time to time by the Chief Executive.

5 CONDUCT OF COMPLIANCE SUB-COMMITTEE MEETINGS

5.1 Chair

The Chief Executive will chair the Compliance Sub-Committee.

5.2 Secretarial

The Compliance Advisor will be responsible for drawing up and circulating the agenda together with supporting documents to the Compliance Sub-Committee prior to each meeting.

The Chief Executive will be responsible for reporting matters arising from the Compliance Sub-Committee meetings to the Board and Audit and Risk Committee and external and internal auditors as required.

5.3 Attendance

Compliance Sub-Committee members are expected to personally attend the meetings, but may on occasion substitute a suitably senior representative to attend on their behalf if necessary.

Other persons may be requested to attend Compliance Sub-Committee meetings to discuss or report on particular agenda items.

The external or internal auditors may be invited to attend meetings of the Compliance Sub-Committee if appropriate.



5.4 Frequency of Meetings

The Compliance Sub-Committee will hold monthly meetings and such additional meetings as determined by the Compliance Sub-Committee necessary to fulfil its duties.

5.5 Engagement of External Resources

The Compliance Sub-Committee may engage external consultants as necessary for the purposes of meeting its obligations.

5.6 REPORTING REQUIREMENTS

The Chief Executive shall bring particular matters arising from the activities of the Compliance Sub-Committee to the attention of the Audit and Risk Committee and/or Board and make recommendations as appropriate.

13 April 2015